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DOCUMENTS FOR RECORDATION

April 12, 1990

RECORDATION NO. 14920-14925 FILED 14925

APR 16 1990 -11 55 AM

INTERSTATE COMMERCE COMMISSION

Ms. Noretta R. McGee, Secretary
Interstate Commerce Commission
12th Street & Constitution Avenue, N.W.
Washington, District of Columbia 20423

Attention: Mildred Lee

Dear Madame Secretary:

I have enclosed two originally signed and three counterparts of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U. S. Code.

The enclosed document is an Assignment of a Subordinated Security Agreement, a secondary document, by and among The Indiana Rail Road Company, Corporation for Innovation Development and CID Partnership, L.P. (the "Assignment"). The primary document to which this is connected is recorded under Registration No. 14920. We request that this Assignment be cross-indexed.

Debtor: The Indiana Rail Road Company
Senate Avenue Terminal
1500 south Senate Avenue
Post Office Box 2464
Indianapolis, Indiana 46206-2464

Secured Party: CID Partnership L.P., as collateral agent
for R. W. Allsop & Associates and
CID Partnership, L.P.
1950 Capitol Center
201 North Illinois Street
Indianapolis, Indiana 46204

Included in the property covered by the Subordinated Security Agreement, as hereby amended, are all other railroad cars, locomotives and other rolling stock and vessels intended for use

Ms. Noretta R. McGee, Secretary
April 12, 1990
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related to interstate commerce owned by The Indiana Rail Road Company at the date of the Security Agreement or thereafter acquired by it or its successors as owners of the lines of railway covered by the mortgage.

A fee of fifteen dollars (\$15) is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to:

Matthew C. Hook
Ice Miller Donadio & Ryan
One American Square, Box 82001
Indianapolis, Indiana 46282.

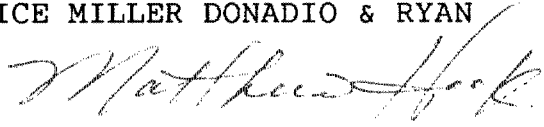
A short summary of the enclosed secondary documents to appear in the index follows:

This Assignment of Rights in Subordinated Security Agreement is to assign Corporation for Innovation Development's ("CID") interest in a Subordinated Security Agreement dated March 14, 1984 a primary document which was recorded with the Interstate Commerce Commission under Registration No. 14920. This secondary document assigns CID's interest in The Indiana Rail Road Company as the secured party and its interest as Collateral Agent for Abbott Capital Corporation, R. W. Allsop & Associates II Limited Partnership and CID to CID Partnership, L.P.

The undersigned is the attorney for The Indiana Rail Road Company, a party to the enclosed Assignment.

Very truly yours,

ICE MILLER DONADIO & RYAN


Matthew C. Hook

rjk

RECORDED IN 14920-A
APR 16 1990 - 11 55 AM
INTERSTATE COMMERCE COMMISSION

ASSIGNMENT OF RIGHTS IN
SUBORDINATED SECURITY AGREEMENT

THIS ASSIGNMENT dated as of this 9th day of March 1990 is an assignment of rights under a Subordinated Security Agreement dated March 14, 1986 (the "Security Agreement") from The Indiana Rail Road Company, an Indiana railroad company having its principal office at 1500 S. Senate Avenue, Indianapolis, Indiana and its mailing address at Post Office Box 2464, Indianapolis, Indiana 46206-2464 (the "Company") and Corporation for Innovation Development ("CID") as collateral agent for Abbott Capital Corporation, R. W. Allsop & Associates and CID (the "Investors"). The Security Agreement to which this Assignment is connected was filed with the Interstate Commerce Commission and recorded under Registration No. 14920.

W I T N E S S E T H:

CID, as collateral agent for the Investors, hereby assigns (and all of the Investors have by separate instrument consented to) all of its right, title and interest as Collateral Agent and as a secured party under the Security Agreement to CID Partnership, L.P. and CID Partnership, L.P. hereby accepts CID's assignment of its rights, title and interest and the appointment as Collateral Agent for the Investors.

IN WITNESS WHEREOF, the Company and CID have caused this Assignment to be executed in multiple original counterparts as of this 9th day of March 1990.

CID PARTNERSHIP, L.P.

CID Venture Partners, L.P.
Its General Partner

By M. Archie Leslie
M. Archie Leslie, General
Partner

THE INDIANA RAIL ROAD COMPANY

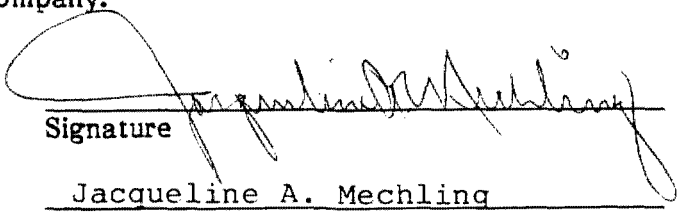
By Thomas G. Hoback
Thomas G. Hoback, President

CORPORATION FOR INNOVATION
DEVELOPMENT

By M. Archie Leslie
M. Archie Leslie, Vice
President

STATE OF INDIANA)
)
COUNTY OF MARION)

Subscribed and sworn to before me, a Notary Public, in and for said County and State this 6th day of April, 1990 at which time Thomas G. Hoback, the President of The Indiana Rail Road Company personally appeared and acknowledged the execution of the above and foregoing Assignment of Rights in Subordinated Security Agreement for and on behalf of The Indiana Rail Road Company.


Signature

Jacqueline A. Mechling
Printed Notary Public

My Commission Expires:

October 1, 1990

My County of Residence:

Hamilton

STATE OF INDIANA)
)
COUNTY OF MARION)

Subscribed and sworn to before me, a Notary Public, in and for said County and State this 11th day of April, 1990 at which time M. Archie Leslie, as General Partner for CID Venture Partners, L.P., which is the General Partner of CID Partnership, L.P. and as Vice President of Corporation for Innovation Development, personally appeared and acknowledged the execution of the above and foregoing Assignment of Rights in Subordinated Security Agreement for and on behalf of CID Partnership, L. P. and Corporation for Innovation Development.


Signature

Cynthia A. Buschmann
Printed Notary Public

My Commission Expires:
January 14, 1991

My County of Residence:
Johnson